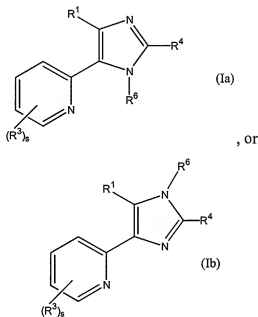


Listing of Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (currently amended) A compound of the formula (Ia) or (Ib):



or a pharmaceutically acceptable salt, tautomer, prodrug, hydrate, or solvate thereof, wherein:

R^1 is an optionally substituted ~~saturated, unsaturated,~~ or aromatic C_3 - C_{20} mono-, bi- or polycyclic ring optionally containing at least one at least one nitrogen atom ~~heteroatom selected from the group consisting of N, O and S;~~

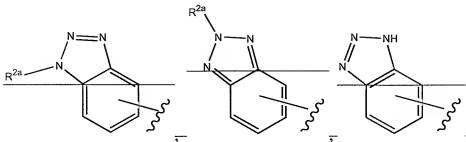
each R^3 is independently selected from the group consisting of: hydrogen, halo, halo(C_1 - C_6)alkyl, (C_1 - C_6)alkyl, (C_2 - C_6)alkenyl, (C_2 - C_6)alkynyl, perhalo(C_1 - C_6)alkyl, (C_5 - C_{10})heteroaryl, (C_5 - C_{10})heterocyclic, (C_3 - C_{10})cycloalkyl, hydroxy, (C_1 - C_6)alkoxy, perhalo(C_1 - C_6)alkoxy, phenoxy, (C_5 - C_{10})heteroaryl-O-,

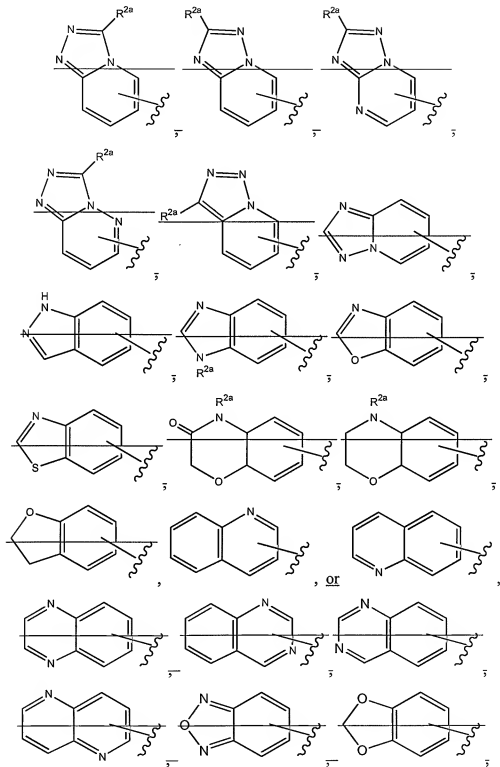
(C₅-C₁₀)heterocyclic-O-, (C₃-C₁₀)cycloalkyl-O-, (C₁-C₆)alkyl-S-, (C₁-C₆)alkyl-SO₂-, (C₁-C₆)alkyl-NH-SO₂-, nitro, cyano, amino, Ph(CH₂)₁₋₆NH-, (C₁-C₆)alkylamino, [(C₁-C₆)alkyl]₂-amino, (C₁-C₆)alkyl-SO₂-NH-, amino(C=O)-, aminoSO₂-, (C₁-C₆)alkyl-(C=O)-NH-, (C₁-C₆)alkyl-(C=O)-[[(C₁-C₆)alkyl]-N]-, phenyl-(C=O)-NH-, phenyl-(C=O)-[[(C₁-C₆)alkyl]-N]-, (C₁-C₆)alkyl-(C=O)-, phenyl-(C=O)-, (C₅-C₁₀)heteroaryl-(C=O)-, (C₅-C₁₀)heterocyclic-(C=O)-, (C₃-C₁₀)cycloalkyl-(C=O)-, HO-(C=O)-, (C₁-C₆)alkyl-O-(C=O)-, H₂N(C=O)-(C₁-C₆)alkyl-NH-(C=O)-, [(C₁-C₆)alkyl]₂-N-(C=O)-, phenyl-NH-(C=O)-, phenyl-[[(C₁-C₆)alkyl]-N]-(C=O)-, (C₅-C₁₀)heteroaryl-NH-(C=O)-, (C₅-C₁₀)heterocyclic-NH-(C=O)-, (C₃-C₁₀)cycloalkyl-NH-(C=O)- and (C₁-C₆)alkyl-(C=O)-O-, where R³ is optionally substituted by at least one substituent independently selected from (C₁-C₆)alkyl, (C₁-C₆)alkoxy, halo(C₁-C₆)alkyl, halo, H₂N-, Ph(CH₂)₁₋₆NH-, and (C₁-C₆)alkylNH-;

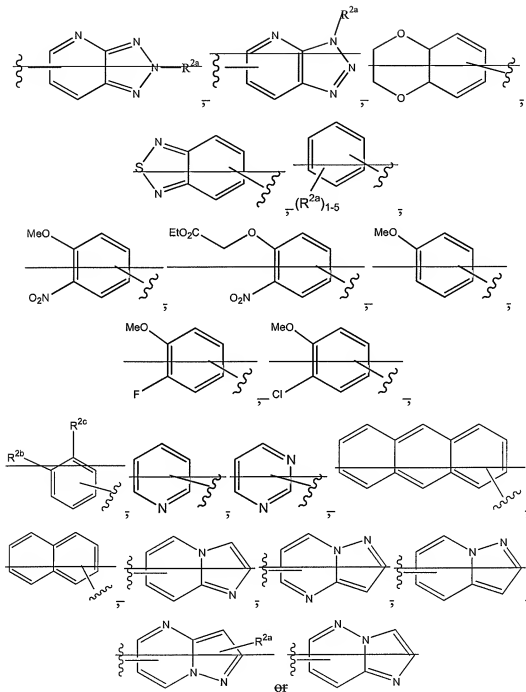
s is an integer from one to five; and

R⁴ and R⁶ taken together with the atoms to which they are attached form a core fused heteroaromatic.

2. (original) A compound of claim 1, wherein R³ is a (C₁-C₆)alkyl or a (C₃-C₁₀)cycloalkyl group.
3. (original) A compound of claim 2, wherein R³ is a methyl or a cyclopropyl group;
4. (currently amended) A compound of claim 1, wherein R¹ is





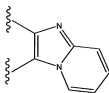


wherein R^{2a} is independently selected from the group consisting of: hydrogen; (C₁-C₆)alkyl; (C₂-C₆)alkenyl; (C₂-C₆)alkynyl; (C₃-C₁₀)cycloalkyl; (C₅-C₁₀)aryl; (C₁-C₆)alkyl-(C₅-C₁₀)aryl; amino; carbonyl; carboxyl; (C₁-C₆)acid; (C₁-C₆)ester; (C₅-C₁₀)heteroaryl; (C₅-C₁₀)heterocyclyl; (C₁-C₆)alkoxy; nitro; halo; hydroxyl;

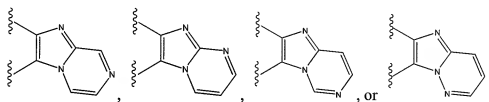
and (C₁-C₆)alkoxy(C₁-C₆)ester; and where alkyl, alkenyl, alkynyl, cycloalkyl, aryl, amino, acid, ester, heteroaryl, heterocycyl, and alkoxy of R^{2a} is optionally substituted by at least one moiety independently selected from the group consisting of hydrogen, halo, (C₁-C₆)alkyl, (C₂-C₆)alkenyl, (C₂-C₆)alkynyl, perhalo(C₁-C₆)alkyl, phenyl, (C₃-C₁₀)cycloalkyl, (C₃-C₁₀)heteroaryl, (C₃-C₁₀)heterocyclic, formyl, -CN, (C₁-C₆)alkyl (C=O), phenyl (C=O), HO (C=O), (C₁-C₆)alkyl O (C=O), (C₁-C₆)alkyl NH (C=O), ((C₁-C₆)alkyl)₂N (C=O), phenyl NH (C=O), phenyl [((C₁-C₆)alkyl) N] (C=O), nitro, amino, (C₁-C₆)alkylamino, ((C₁-C₆)alkyl)₂-amino, (C₁-C₆)alkyl (C=O) NH, (C₁-C₆)alkyl (C=O) [((C₁-C₆)alkyl) N], phenyl (C=O) NH, phenyl (C=O) [((C₁-C₆)alkyl) N], H₂N (C=O) NH, (C₁-C₆)alkyl HN (C=O) NH, ((C₁-C₆)alkyl)₂N (C=O) NH, (C₁-C₆)alkyl HN (C=O) [((C₁-C₆)alkyl) N], ((C₁-C₆)alkyl)₂N (C=O) [((C₁-C₆)alkyl) N], phenyl HN (C=O) NH, (phenyl)₂N (C=O) NH, phenyl HN (C=O) [((C₁-C₆)alkyl) N], (phenyl)₂N (C=O) [((C₁-C₆)alkyl) N], (C₁-C₆)alkyl O (C=O) NH, (C₁-C₆)alkyl O (C=O) [((C₁-C₆)alkyl) N], phenyl O (C=O) NH, phenyl O (C=O) [((C₁-C₆)alkyl) N], (C₁-C₆)alkyl SO₂NH, phenyl SO₂NH, (C₁-C₆)alkyl SO₂, phenyl SO₂, hydroxy, (C₁-C₆)alkoxy, perhalo(C₁-C₆)alkoxy, phenoxy, (C₁-C₆)alkyl (C=O) O, (C₁-C₆)ester (C₁-C₆)alkyl O, phenyl (C=O) O, H₂N (C=O) O, (C₁-C₆)alkyl HN (C=O) O, ((C₁-C₆)alkyl)₂N (C=O) O, phenyl HN (C=O) O, and (phenyl)₂N (C=O) O; and

R^{2b} and R^{2c} taken together with the atoms to which they are attached form an optionally substituted mono-, bi- or polycyclic, saturated, unsaturated, or aromatic ring system optionally containing at least one heteroatom selected from the group consisting of N, O and S.

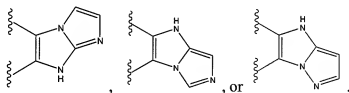
5. (withdrawn) A compound of claim 4, wherein said core fused heteroaromatic is:



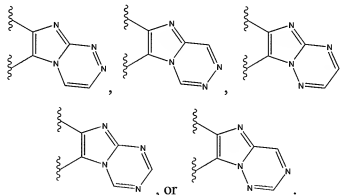
6. (original) A compound of claim 4, wherein said core fused heteroaromatic is:



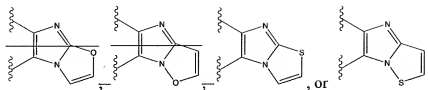
7. (original) A compound of claim 4, wherein said core fused heteroaromatic is:



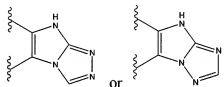
8. (withdrawn) A compound of claim 4, wherein said core fused heteroaromatic is:



9. (withdrawn) A compound of claim 4, wherein said core fused heteroaromatic is:



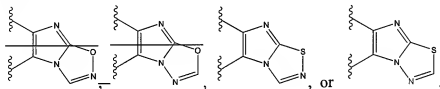
10. (withdrawn) A compound of claim 4, wherein said core fused heteroaromatic is:



11. (withdrawn) A compound of claim 4, wherein said core fused heteroaromatic is:



12. (withdrawn) A compound of claim 4, wherein said core fused heteroaromatic is:



13. (currently amended) A compound selected from the group consisting of:
 6-[2-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-3-yl]-quinoline;
 6-[2-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyrazin-3-yl]-quinoline;
 6-[2-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-3-yl]-quinoline;
 2-Benzo[1,3]dioxol-5-yl-3-(6-methyl-pyridin-2-yl)-1H-imidazo[1,2-a]imidazole;
 2-Benzo[1,3]dioxol-5-yl-3-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidine;
 6-[2-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyrazin-3-yl]-quinoline;
 6-[3-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-2-yl]-quinoline;

6-[3-(6-Methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-2-yl]-quinoline;
6-[6-(6-Methyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-quinoline;
6-[6-(6-Methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-quinoline;
6-[8-Methyl-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-3-yl]-quinoline;
6-[7-Methyl-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-3-yl]-quinoline;
6-[6-Methyl-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-3-yl]-quinoline;
6-[3-(6-Methyl-pyridin-2-yl)-7H-imidazo[1,2-a]imidazol-2-yl]-quinoline;
1-Methyl-6-[3-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-2-yl]-1H-benzotriazole;
1-Methyl-6-[2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyridin-3-yl]-1H-benzotriazole;
6-[3-Methyl-6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-quinoline;
6-[2-Methyl-6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-quinoline;
6-[7-Methyl-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-3-yl]-quinoline;
2-(6-Methyl-pyridin-2-yl)-3-quinolin-6-yl-imidazo[1,2-a]pyrimidin-7-ylamine;
6-[7-Methyl-2-(6-methyl-pyridin-2-yl)-6-nitro-imidazo[1,2-a]pyridin-3-yl]-quinoline;
1-Methyl-6-[2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-3-yl]-1H-benzotriazole;
1-Methyl-6-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-1H-benzotriazole;
1-Methyl-6-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-1H-benzotriazole;
2-Methyl-5-[2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-3-yl]-2H-benzotriazole;
3-(2-Methyl-2H-benzotriazol-5-yl)-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-7-ylamine;
2-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-2H-benzotriazole;

2-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-2H-benzotriazole;

2-(6-Methyl-pyridin-2-yl)-3-quinolin-6-yl-imidazo[1,2-a]pyrimidin-7-ol;

1-Methyl-6-[6-(6-methyl-pyridin-2-yl)-2-methylsulfanyl-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-1H-benzotriazole;

Dimethyl-[2-(6-methyl-pyridin-2-yl)-3-quinolin-6-yl-imidazo[1,2-a]pyrimidin-7-yl]-amine;

2-Methyl-5-[3-methyl-6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-2H-benzotriazole;

2-Methyl-5-[2-methyl-6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-2H-benzotriazole;

2-(6-Methyl-pyridin-2-yl)-3-pyridin-4-yl-imidazo[1,2-a]pyridine;

2-(6-Methyl-pyridin-2-yl)-3-pyridin-4-yl-imidazo[1,2-a]pyrimidine;

2-(6-Methyl-pyridin-2-yl)-3-pyridin-4-yl-imidazo[1,2-a]pyrimidin-7-ylamine;

3-Benzothiazol-6-yl-2-(6-methyl-pyridin-2-yl)-imidazo[1,2-a]pyrimidin-7-ylamine;

1-Methyl-6-[6-(6-cyclopropyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-1H-benzotriazole;

3-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-3H-[1,2,3]triazolo[4,5-b]pyridine;

3-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-3H-[1,2,3]triazolo[4,5-b]pyridine;

2-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b]thiazol-5-yl]-2H-[1,2,3]triazolo[4,5-b]pyridine;

2-Methyl-5-[6-(6-methyl-pyridin-2-yl)-imidazo[2,1-b][1,3,4]thiadiazol-5-yl]-2H-[1,2,3]triazolo[4,5-b]pyridine; and

2-Methyl-5-[2-(6-methyl-pyridin-2-yl)-7H-imidazo[1,2-a]imidazol-3-yl]-2H-benzotriazole.

14. (original) A pharmaceutical composition comprising a compound of claim 1 and a pharmaceutically acceptable carrier.

15. (withdrawn) A method of preventing or treating a TGF-related disease state in an animal or human comprising the step of administering a therapeutically effective amount of a compound of claim 1 to the animal or human suffering from the TGF-related disease state and wherein said TGF-related disease state is selected from the group consisting of cancer, glomerulonephritis, diabetic nephropathy, hepatic fibrosis, pulmonary fibrosis, intimal hyperplasia and restenosis, scleroderma, and dermal scarring.